

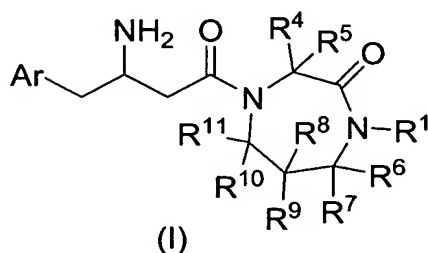
**Amendment to the Claims:**

Cancel Claims 33 and 34.

Amend Claim 32.

**Listing of Claims:**

1. (original) A compound of the formula I:



or a pharmaceutically acceptable salt thereof; wherein  
each n is independently 0, 1, or 2;

Ar is phenyl substituted with one to five R<sup>3</sup> substituents;

R<sup>1</sup> is selected from the group consisting of  
hydrogen,

C<sub>1-10</sub> alkyl, wherein alkyl is unsubstituted or substituted with one to five substituents  
independently selected from halogen, hydroxy, C<sub>1-6</sub> alkoxy, carboxy, C<sub>1-6</sub>  
alkyloxycarbonyl, and phenyl-C<sub>1-3</sub> alkoxy, wherein alkoxy is unsubstituted or  
substituted with one to five halogens,

(CH<sub>2</sub>)<sub>n</sub>-aryl, wherein aryl is unsubstituted or substituted with one to five substituents  
independently selected from halogen, CN, hydroxy, R<sup>2</sup>, OR<sup>2</sup>, NHSO<sub>2</sub>R<sup>2</sup>,  
NR<sup>2</sup>SO<sub>2</sub>R<sup>2</sup>, SO<sub>2</sub>R<sup>2</sup>, CO<sub>2</sub>H, and C<sub>1-6</sub> alkyloxycarbonyl,

(CH<sub>2</sub>)<sub>n</sub>-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three  
substituents independently selected from hydroxy, halogen, C<sub>1-6</sub> alkyl, and C<sub>1-6</sub>  
alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five  
halogens,

(CH<sub>2</sub>)<sub>n</sub>-heterocyclyl, wherein heterocyclyl is unsubstituted or substituted with one to  
three substituents independently selected from oxo, hydroxy, halogen, C<sub>1-6</sub> alkyl,

and C<sub>1-6</sub> alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,  
(CH<sub>2</sub>)<sub>n</sub>-C<sub>3-6</sub> cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C<sub>1-6</sub> alkyl, and C<sub>1-6</sub> alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and  
wherein any methylene (CH<sub>2</sub>) carbon atom in (CH<sub>2</sub>)<sub>n</sub> is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C<sub>1-4</sub> alkyl unsubstituted or substituted with one to five halogens;

each R<sup>3</sup> is independently selected from the group consisting of  
hydrogen,  
halogen,  
cyano,  
hydroxy,  
C<sub>1-6</sub> alkyl, unsubstituted or substituted with one to five halogens,  
C<sub>1-6</sub> alkoxy, unsubstituted or substituted with one to five halogens,  
carboxy,  
alkoxycarbonyl,  
amino,  
NHR<sup>2</sup>,  
NR<sup>2</sup>R<sup>2</sup>,  
NHSO<sub>2</sub>R<sup>2</sup>,  
NR<sup>2</sup>SO<sub>2</sub>R<sup>2</sup>,  
NHCOR<sup>2</sup>,  
NR<sup>2</sup>COR<sup>2</sup>,  
NHCO<sub>2</sub>R<sup>2</sup>,  
NR<sup>2</sup>CO<sub>2</sub>R<sup>2</sup>,  
SO<sub>2</sub>R<sup>2</sup>,  
SO<sub>2</sub>NH<sub>2</sub>,  
SO<sub>2</sub>NHR<sup>2</sup>, and  
SO<sub>2</sub>NR<sup>2</sup>R<sup>2</sup>;

each R<sup>2</sup> is independently C<sub>1-6</sub> alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, CO<sub>2</sub>H, and C<sub>1-6</sub> alkyloxycarbonyl;

R<sup>4</sup>, R<sup>6</sup>, and R<sup>10</sup> are each independently selected from the group consisting of:

hydrogen,

cyano,

carboxy,

C<sub>1-6</sub> alkyloxycarbonyl,

C<sub>1-10</sub> alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C<sub>1-6</sub> alkoxy, carboxy,

C<sub>1-6</sub> alkyloxycarbonyl, and phenyl-C<sub>1-3</sub> alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens,

(CH<sub>2</sub>)<sub>n</sub>-aryl, wherein aryl is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C<sub>1-6</sub> alkyl, and C<sub>1-6</sub> alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

(CH<sub>2</sub>)<sub>n</sub>-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, C<sub>1-6</sub> alkyl, and C<sub>1-6</sub> alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

(CH<sub>2</sub>)<sub>n</sub>-heterocyclyl, wherein heterocyclyl is unsubstituted or substituted with one to three substituents independently selected from oxo, hydroxy, halogen, C<sub>1-6</sub> alkyl, and C<sub>1-6</sub> alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

(CH<sub>2</sub>)<sub>n</sub>-C<sub>3-6</sub> cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C<sub>1-6</sub> alkyl, and C<sub>1-6</sub> alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

(CH<sub>2</sub>)<sub>n</sub>CONR<sup>12</sup>R<sup>13</sup>, wherein R<sup>12</sup> and R<sup>13</sup> are independently selected from the group consisting of hydrogen, tetrazolyl, thiazolyl, (CH<sub>2</sub>)<sub>n</sub>-phenyl, (CH<sub>2</sub>)<sub>n</sub>-C<sub>3-6</sub> cycloalkyl, and C<sub>1-6</sub> alkyl, wherein alkyl is unsubstituted or substituted with one to five halogens and wherein phenyl and cycloalkyl are unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C<sub>1-6</sub> alkyl, and C<sub>1-6</sub> alkoxy, wherein alkyl and alkoxy are unsubstituted

or substituted with one to five halogens; or wherein R<sup>12</sup> and R<sup>13</sup> together with the nitrogen atom to which they are attached form a heterocyclic ring selected from azetidine, pyrrolidine, piperidine, piperazine, and morpholine wherein said heterocyclic ring is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C<sub>1-6</sub> alkyl, and C<sub>1-6</sub> alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens;

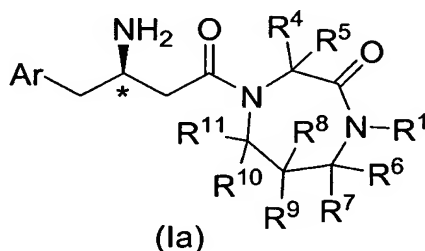
and wherein any methylene (CH<sub>2</sub>) carbon atom in (CH<sub>2</sub>)<sub>n</sub> is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C<sub>1-4</sub> alkyl unsubstituted or substituted with one to five halogens;

R<sup>8</sup> is selected from the group consisting of halogen, hydroxy, and R<sup>4</sup>;

R<sup>5</sup>, R<sup>7</sup> and R<sup>11</sup> are each independently hydrogen or C<sub>1-6</sub> alkyl; or wherein R<sup>7</sup> and R<sup>1</sup> together with the nitrogen atom to which R<sup>1</sup> is attached form a heterocyclic ring selected from azetidine, pyrrolidine and piperidine wherein said heterocyclic ring is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C<sub>1-6</sub> alkyl, and C<sub>1-6</sub> alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and

R<sup>9</sup> is selected from the group consisting of hydrogen, hydroxy, halogen, or C<sub>1-6</sub> alkyl; with the proviso that at least one of R<sup>6</sup>, R<sup>7</sup>, R<sup>8</sup> and R<sup>9</sup> is not hydrogen.

2. (original) The compound of Claim 1 of the formula Ia:



wherein the carbon atom marked with an \* has the *R* configuration.

3. (original) The compound of Claim 1 wherein R<sup>3</sup> is selected from the group consisting of hydrogen, fluoro, chloro, bromo, trifluoromethyl, and methyl.

4. (original) The compound of Claim 3 wherein R<sup>3</sup> is hydrogen, chloro, or fluoro.

5. (original) The compound of Claim 1 wherein R<sup>1</sup> is selected from the group consisting of

hydrogen,

C<sub>1-6</sub> alkyl, wherein alkyl is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C<sub>1-6</sub> alkoxy, carboxy, C<sub>1-6</sub> alkyloxycarbonyl, and phenyl-C<sub>1-3</sub> alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens, and

(CH<sub>2</sub>)<sub>n</sub>-C<sub>3-6</sub> cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C<sub>1-6</sub> alkyl, and C<sub>1-6</sub> alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and

wherein any methylene (CH<sub>2</sub>) carbon atom in (CH<sub>2</sub>)<sub>n</sub> is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C<sub>1-4</sub> alkyl unsubstituted or substituted with one to five halogens.

6. (original) The compound of Claim 5 wherein R<sup>1</sup> is selected from the group consisting of hydrogen, methyl, and cyclopropyl.

7. (original) The compound of Claim 6 wherein R<sup>1</sup> is hydrogen.

8. (original) The compound of Claim 1 wherein R<sup>4</sup> is selected from the group consisting of:

hydrogen,

C<sub>1-6</sub> alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C<sub>1-6</sub> alkoxy, carboxy, C<sub>1-6</sub> alkyloxycarbonyl, and phenyl-C<sub>1-3</sub> alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens,

(CH<sub>2</sub>)<sub>n</sub>-aryl, wherein aryl is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C<sub>1-6</sub> alkyl, and C<sub>1-6</sub> alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

(CH<sub>2</sub>)<sub>n</sub>-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, C<sub>1-6</sub> alkyl, and C<sub>1-6</sub> alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,

(CH<sub>2</sub>)<sub>n</sub>-C<sub>3-6</sub> cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C<sub>1-6</sub> alkyl, and C<sub>1-6</sub> alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and

wherein any methylene (CH<sub>2</sub>) carbon atom in (CH<sub>2</sub>)<sub>n</sub> is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C<sub>1-4</sub> alkyl unsubstituted or substituted with one to five halogens.

9. (original) The compound of Claim 8 wherein R<sup>4</sup> is selected from the group consisting of:

hydrogen,  
CH<sub>3</sub>,  
CH<sub>2</sub>CH<sub>3</sub>,  
CH<sub>2</sub>CF<sub>3</sub>,  
CH<sub>2</sub>(2-pyridyl),  
CH<sub>2</sub>Ph,  
CH<sub>2</sub>(2-F-Ph),  
CH<sub>2</sub>(2-Me-Ph), and

CH<sub>2</sub>(2-CF<sub>3</sub>-Ph).

10. (original) The compound of Claim 1 wherein R<sup>6</sup> is selected from the group consisting of:

hydrogen,  
C<sub>1-6</sub> alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C<sub>1-6</sub> alkoxy, carboxy, C<sub>1-6</sub> alkyloxycarbonyl, and phenyl-C<sub>1-3</sub> alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens,

(CH<sub>2</sub>)<sub>n</sub>-aryl, wherein aryl is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C<sub>1-6</sub> alkyl, and C<sub>1-6</sub> alkoxy,

wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,  
(CH<sub>2</sub>)<sub>n</sub>-heteroaryl, wherein heteroaryl is unsubstituted or substituted with one to three substituents independently selected from hydroxy, halogen, C<sub>1-6</sub> alkyl, and C<sub>1-6</sub> alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens,  
(CH<sub>2</sub>)<sub>n</sub>-C<sub>3-6</sub> cycloalkyl, wherein cycloalkyl is unsubstituted or substituted with one to three substituents independently selected from halogen, hydroxy, C<sub>1-6</sub> alkyl, and C<sub>1-6</sub> alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and  
wherein any methylene (CH<sub>2</sub>) carbon atom in (CH<sub>2</sub>)<sub>n</sub> is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C<sub>1-4</sub> alkyl unsubstituted or substituted with one to five halogens.

11. (original) The compound of Claim 10 wherein R<sup>6</sup> is selected from the group consisting of:

hydrogen,  
C<sub>1-6</sub> alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C<sub>1-6</sub> alkoxy, carboxy, C<sub>1-6</sub> alkyloxycarbonyl, and phenyl-C<sub>1-3</sub> alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens, and  
(CH<sub>2</sub>)<sub>n</sub>-aryl, wherein aryl is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C<sub>1-6</sub> alkyl, and C<sub>1-6</sub> alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens; and  
wherein methylene (CH<sub>2</sub>) carbon atom in (CH<sub>2</sub>)<sub>n</sub> is unsubstituted or substituted with one to two groups independently selected from halogen, hydroxy, and C<sub>1-4</sub> alkyl unsubstituted or substituted with one to five halogens.

12. (original) The compound of Claim 11 wherein R<sup>6</sup> is selected from the group consisting of:

hydrogen,  
CH<sub>3</sub>,  
CH<sub>2</sub>CH<sub>3</sub>,  
CF<sub>3</sub>,

CH<sub>2</sub>Ph, and  
CH<sub>2</sub>(2-F-Ph).

13. (original) The compound of Claim 1 wherein R<sup>8</sup> is selected from the group consisting of:

hydrogen,  
hydroxy,  
halogen, and  
C<sub>1-6</sub> alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C<sub>1-6</sub> alkoxy, carboxy, C<sub>1-6</sub> alkyloxycarbonyl, and phenyl-C<sub>1-3</sub> alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens.

14. (original) The compound of Claim 13 wherein R<sup>8</sup> is hydrogen.

15. (original) The compound of Claim 1 wherein R<sup>10</sup> is selected from the group consisting of:

hydrogen, and  
C<sub>1-6</sub> alkyl, unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C<sub>1-6</sub> alkoxy, carboxy, C<sub>1-6</sub> alkyloxycarbonyl, and phenyl-C<sub>1-3</sub> alkoxy, wherein alkoxy is unsubstituted or substituted with one to five halogens.

16. (original) The compound of Claim 15 wherein R<sup>10</sup> is hydrogen.

17. (original) The compound of Claim 1 wherein R<sup>5</sup>, R<sup>7</sup> and R<sup>11</sup> are each independently selected from hydrogen and methyl.

18. (original) The compound of Claim 17 wherein R<sup>5</sup>, R<sup>7</sup> and R<sup>11</sup> are hydrogen.

19. (original) The compound of Claim 1 wherein R<sup>9</sup> is selected from hydrogen, halogen and methyl.

20. (original) The compound of Claim 19 wherein R<sup>9</sup> is hydrogen.

21. (original) The compound of Claim 19 wherein R<sup>9</sup> is methyl and R<sup>5</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>10</sup>, and R<sup>11</sup> are hydrogen.

22. (original) The compound of Claim 21 wherein R<sup>4</sup> is selected from the group consisting of:

hydrogen,  
CH<sub>3</sub>,  
CH<sub>2</sub>CH<sub>3</sub>,  
CH<sub>2</sub>CF<sub>3</sub>,  
CH<sub>2</sub>(2-pyridyl),  
CH<sub>2</sub>Ph,  
CH<sub>2</sub>(2-F-Ph),  
CH<sub>2</sub>(2-Me-Ph), and  
CH<sub>2</sub>(2-CF<sub>3</sub>-Ph).

23. (original) The compound of Claim 1 wherein R<sup>5</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup>, R<sup>10</sup>, and R<sup>11</sup> are hydrogen, with the proviso that R<sup>6</sup> is not hydrogen.

24. (original) The compound of Claim 23 wherein R<sup>4</sup> is selected from the group consisting of:

hydrogen,  
CH<sub>3</sub>,  
CH<sub>2</sub>CH<sub>3</sub>,  
CH<sub>2</sub>CF<sub>3</sub>,  
CH<sub>2</sub>(2-pyridyl),  
CH<sub>2</sub>Ph,  
CH<sub>2</sub>(2-F-Ph),  
CH<sub>2</sub>(2-Me-Ph), and  
CH<sub>2</sub>(2-CF<sub>3</sub>-Ph); and

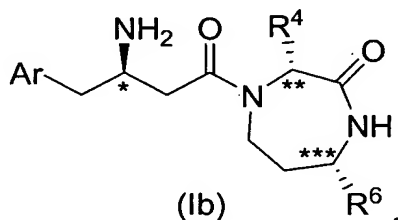
R<sup>6</sup> is selected from the group consisting of:

CH<sub>3</sub>,  
CH<sub>2</sub>CH<sub>3</sub>,  
CF<sub>3</sub>,  
CH<sub>2</sub>Ph, and

CH<sub>2</sub>(2-F-Ph).

25. (original) The compound of Claim 24 wherein R<sup>1</sup> is hydrogen.

26. (original) The compound of Claim 25 wherein the stereogenic carbon atoms marked with an \*\* and an \*\*\* have the stereochemistry as depicted in formula Ib:



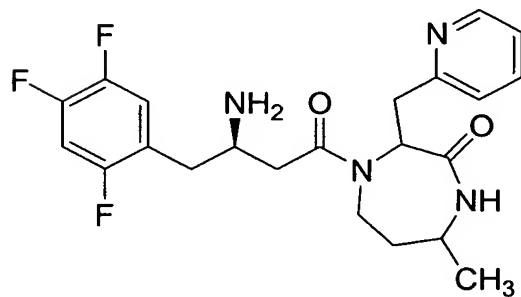
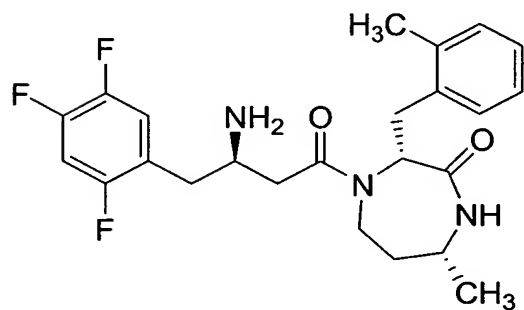
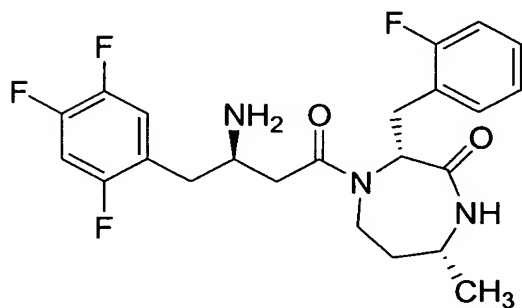
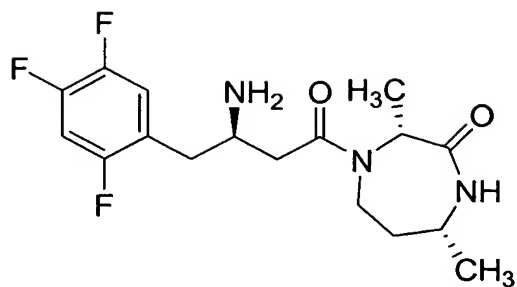
27. (original) The compound of Claim 1 wherein R<sup>7</sup> and R<sup>1</sup> together with the nitrogen atom to which R<sup>1</sup> is attached form a heterocyclic ring selected from azetidine, pyrrolidine and piperidine wherein said heterocyclic ring is unsubstituted or substituted with one to five substituents independently selected from halogen, hydroxy, C<sub>1-6</sub> alkyl, and C<sub>1-6</sub> alkoxy, wherein alkyl and alkoxy are unsubstituted or substituted with one to five halogens.

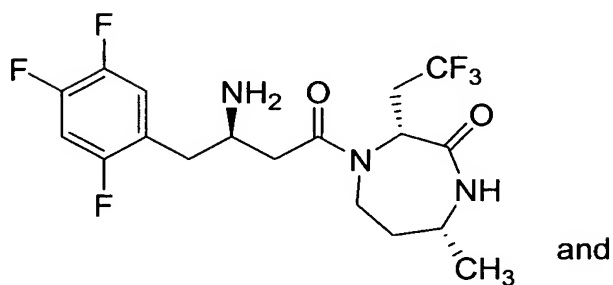
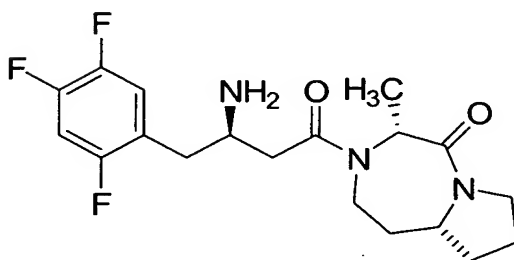
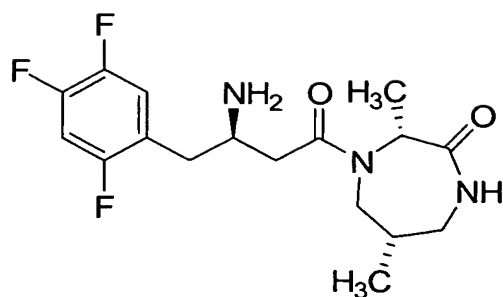
28. (original) The compound of Claim 27 wherein R<sup>7</sup> and R<sup>1</sup> together with the nitrogen atom to which R<sup>1</sup> is attached form a pyrrolidine ring.

29. (original) The compound of Claim 28 wherein R<sup>4</sup> is selected from the group consisting of:

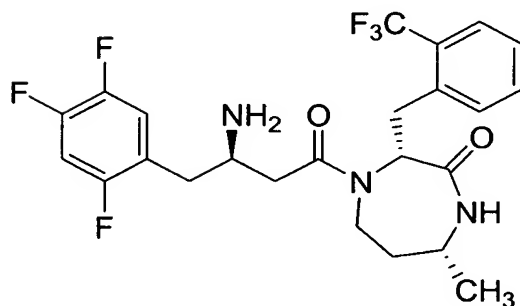
hydrogen,  
CH<sub>3</sub>,  
CH<sub>2</sub>CH<sub>3</sub>,  
CH<sub>2</sub>CF<sub>3</sub>,  
CH<sub>2</sub>(2-pyridyl),  
CH<sub>2</sub>Ph,  
CH<sub>2</sub>(2-F-Ph),  
CH<sub>2</sub>(2-Me-Ph), and  
CH<sub>2</sub>(2-CF<sub>3</sub>-Ph).

30. (original) A compound selected from the group consisting of:





and



;

or a pharmaceutically acceptable salt thereof.

31. (original) A pharmaceutical composition which comprises a compound of Claim 1 and a pharmaceutically acceptable carrier.

32. (currently amended)      A method of Use of a compound in accordance with Claim 1 in the manufacture of a medicament for use in treating a condition selected from the group consisting of hyperglycemia, Type 2 diabetes, obesity, and a lipid disorder in a mammal in need thereof which comprises the administration to the mammal of a therapeutically effective amount of a compound of Claim 1.

33-34. (cancelled)